SEC Form 4	
------------	--

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
The pursuant to Section 10(a) of the Securities Exchange Act of 1994
or Section 30(b) of the Investment Company Act of 1040

				or Sec	ction 30(h) of the In	vestmen	t Com	pany Act of 19	40					
1. Name and Address of Reporting Person [*] Nelson James Larry			2. Issuer Name and Ticker or Trading Symbol <u>Xerox Holdings Corp</u> [XRX]						(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/19/2023							Director Officer (give title below)	10% C Other below)	(specify	
XEROX HOLDINGS CORPORATION 201 MERRITT 7				4. If Amendment, Date of Original Filed (Month/Day/Year)						Line)	6. Individual or Joint/Group Filing (Check Applicable Line)			
										X	Form filed by One	e Reporting Pers	on	
(Street)	СТ	06851									Form filed by Mor Person	e than One Repo	orting	
	CI	00031		Rule 10b5-1(c) Transaction Indication										
(City)	(State)	(Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			2. Transad Date (Month/Da	Execution Date, Transaction Disposed Of (D) (Instr. 3,				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
					Code	v	Amount	(A) or (D)	Price	Transaction(s)		(Instr. 4)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 4. 5. Number of Transaction Derivative 6. Date Exercisable and Expiration Date 7. Title and Amount of 1. Title of 2. Derivative Conversion 3. Transaction 3A. Deemed Execution Date, 8. Price of Derivative 9. Number of derivative

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		5. Numb Derivati Securiti Acquire or Dispo (D) (Inst and 5)	ve es d (A) osed of	6. Date Exerc Expiration Day (Month/Day/)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	05/19/2023		М			24,899	(2)	(2)	Common Stock	24,899	\$0.00	0	D	
Restricted Stock Units	(1)	05/25/2023		A		30,576		(3)	(3)	Common Stock	30,576	\$0.00	30,576	D	

Μ

24,899

А

(1)

Explanation of Responses:

Common Stock

1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock.

2. On May 19, 2022, the reporting person was granted 24,899 RSUs, all of which vested on May 19, 2023.

3. 100% of the RSUs will vest on May 25, 2024.

Remarks:

/s/ Flor M. Colon, Attorney-in-

06/12/2023

37,677

D

** Signature of Reporting Person Date

Fact

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

05/19/2023

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.